

2840719
Company No.: 2839068

THE COMPANIES ACT 1985 (AS AMENDED)

Company Limited by shares

WRITTEN RESOLUTION PASSED AS AN ELECTIVE RESOLUTION

of

PARDEV (CHILWELL) LIMITED

The Economist Building
Economist Plaza
25 St. James's Street
London SW1A 1HG

The following written resolutions were passed on 20th June 1994:

- i. THAT in accordance with Section 379A of the Companies Act 1985 the company hereby elects for the purposes of Section 366A of the Companies Act 1985 to dispense with the holding of annual general meetings.
- ii. THAT in accordance with Section 379A of the Companies Act 1985 the company hereby elects for the purposes of Section 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the company in general meeting.
- iii. THAT in accordance with Section 379A of the companies Act 1985 the company hereby elects for the purposes of Section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.

Philip Marks



AGFIY2PY

AOI RECEIPT DATE: 06/07/94